

FILED
In the Office of the
Secretary of State of Texas

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

MAR 26 1991

Corporations Section

1. The name of the corporation as it currently appears on the records of the Secretary of State of Texas is _____
Brown & Root U.S.A., Inc.
2. (If the corporation's name was previously unavailable and has elected to use an assumed name in Texas, complete the following.) The assumed name of the corporation as it currently appears on the records of the Secretary of State is _____
N/A
3. A Certificate of Authority was issued to the corporation on _____
October 2, 19 89.
4. The corporation's name has been changed to _____
Brown & Root, Inc.
(Note: If the corporate name has not been changed, insert "No change.")
5. The name which it elects to use hereafter in the State of Texas is _____
Brown & Root, Inc.
6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its Certificate of Authority, as follows:

NO CHANGE

7. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.
8. It desires to change the statement(s) contained in item(s) number _____ of the original or amended certificate of authority to read as follows.

Brown & Root, Inc.

Peter W. Arbour

Its Assistant Secretary
(Title of Officer)
Peter W. Arbour

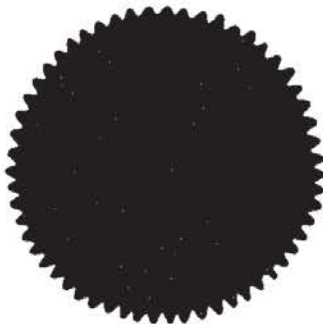


State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "BROWN & ROOT U.S.A., INC.", filed a Certificate of
Amendment, changing its corporate title to "BROWN & ROOT, INC.", on the first day of
March, A.D. 1991, at 10:01 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this nineteenth *day*
of March *in the year of our Lord*
one thousand nine hundred and ninety-one.



Michael Harkins
Michael Harkins, Secretary of State